

U940253

**AFFIDAVIT OF MERGER  
OF  
FINA E&P, INC.**

**AND**

03/21/01 201467754 U940253

\$13.00

**TOTAL EXPLORATION PRODUCTION USA, INC.  
INTO  
TOTALFINAELF E&P USA, INC.**

Affiant, Richard H. McPike, on oath swears that following statements are true:

My name is Richard H. McPike. I am an Assistant Secretary of TotalFinaElf E&P USA, Inc., whose current street address is 800 Gessner, Suite 700, Houston, Texas 77024. On December 29, 2000, a Certificate of Merger reflecting the merger of Fina E&P, Inc., and Total Exploration Production USA, Inc., into TotalFinaElf E&P USA, Inc., was filed with the office of the Secretary of State of the State of Delaware. Such merger was made effective on January 1, 2001 at 12:05 a.m. All of the foregoing corporations were organized under the laws of the state of Delaware. Attached hereto is a true and correct copy of a certificate of the Office of the Secretary of State of the State of Delaware as it appears in the corporate records of TotalFinaElf E&P USA, Inc., confirming such merger.

*Richard H. McPike*

Richard H. McPike, Assistant Secretary

SUBSCRIBED AND SWORN TO before me on the 1<sup>st</sup> day of February, 2001.



*Cathy Field*

Notary Public in and for the State of Texas

**FILE FOR RECORD  
8:00 AM**

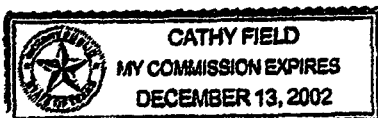
**ACKNOWLEDGEMENT**

STATE OF TEXAS  
COUNTY OF HARRIS

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§

**MAR 2 1 2001**

This instrument was acknowledged before me on the 1<sup>st</sup> day of February, 2001, by Richard H. McPike, Assistant Secretary of TotalFinaElf E&P USA, Inc., a Delaware corporation, on behalf of said corporation.



*Cathy Field*

Notary Public in and for the State of Texas

**AFFIDAVIT OF MERGER**

Solo Page

**9548354**



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Affiant, Richard H. McPike, on oath swears that following statements are true:

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*Richard H. McPike*

Richard H. McPike, Assistant Secretary

SUBSCRIBED AND SWORN TO before me on the 1<sup>st</sup> day of February, 2001.



*Cathy Field*  
Notary Public in and for the State of Texas

FILE FOR RECORD  
8:00 AM

ACKNOWLEDGEMENT

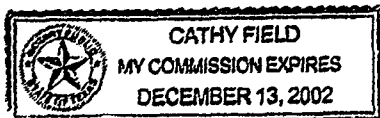
STATE OF TEXAS  
COUNTY OF HARRIS

§  
§

MAR 21 2001

This instrument was acknowledged before me on the 1<sup>st</sup> day of February, 2001, by Richard H. McPike, Assistant Secretary of TotalFinaElf E&P USA, Inc., a Delaware corporation, on behalf of said corporation.

*Dorothy B. Layman*  
County Clerk, Harris County, Texas



*Cathy Field*  
Notary Public in and for the State of Texas

AFFIDAVIT OF MERGER

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State of Delaware  
Office of the Secretary of State

PAGE 1

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"FINA E&P, INC.", A DELAWARE CORPORATION,

"TOTAL EXPLORATION PRODUCTION USA, INC.", A DELAWARE CORPORATION,

WITH AND INTO "TOTALFINAELEF E&P USA, INC." UNDER THE NAME OF "TOTALFINAELEF E&P USA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2000, AT 4:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2001, AT 12:05 O'CLOCK A.M.



*Harriet Smith Windsor*  
Harriet Smith Windsor, Secretary of State

2212986 8330

AUTHENTICATION: 0945728

010049773

DATE: 01-31-01

538-29-2546

ANY PROVISION HEREIN WHICH RESTRICTS THE SALE, RENTAL, OR USE OF THE DESCRIBED REAL  
PROPERTY BECAUSE OF COLOR OR RACE IS INVALID AND UNENFORCEABLE UNDER FEDERAL LAW  
THE STATE OF TEXAS  
COUNTY OF HARRIS

I hereby certify that this instrument was FILED in File Number Sequence on the date and at the time  
stamped herein by me, and was duly RECORDED, in the Official Public Records of Real Property of Harris  
County, Texas on:

MAR 21 2001



*Dorothy E. Kaufman*

COUNTY CLERK  
HARRIS COUNTY, TEXAS

Return to:  
TotalFinaElf E&P USA, Inc.  
800 Gessner  
Suite 700  
Houston, TX 77024  
Attn: Ruth Reyes